IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

Chapter 11

Case No. 05-44481 (RDD)

Reorganized Debtors.

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On November 19, 2010, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Deutsche Bank Securities Inc. Compromising and Allowing Proof of Claim Number 14664 (Deutsche Bank Securities Inc., as Assignee of Cooper Standard Automotive, f/k/a ITT Automotive Fluid Hdg. Syst.) (Docket No. 20793) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Cooper-Standard Automotive Inc. Withdrawing Proof of Administrative Expense Claim Numbers 19030, 19031 and 19973 (Cooper Standard Automotive Inc.) (Docket No. 20794) [a copy of which is attached hereto as Exhibit D]

On November 19, 2010, I caused to be served the document listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

3) Joint Stipulation and Agreed Order Between Reorganized Debtors and Deutsche Bank Securities Inc. Compromising and Allowing Proof of Claim Number 14664 (Deutsche Bank Securities Inc., as Assignee of Cooper Standard Automotive, f/k/a ITT Automotive Fluid Hdg. Syst.) (Docket No. 20793) [a copy of which is attached hereto as Exhibit C]

On November 19, 2010, I caused to be served the document listed below upon the party listed on Exhibit F hereto via postage pre-paid U.S. mail:

4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Cooper-Standard Automotive Inc. Withdrawing Proof of Administrative Expense Claim Numbers 19030, 19031 and 19973 (Cooper Standard Automotive Inc.) (Docket No. 20794) [a copy of which is attached hereto as Exhibit D]

Dated: November 24, 2010	
	/s/ Darlene Calderon
	Darlene Calderon

State of California County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 24th day of November, 2010, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

EXHIBIT A

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Dia share Mallala II D	M/hitaal. Maah	40 West Market Chrest	C.::t- 0700	la dia a a a alia	IN	40004		247 025 0000	wmosby@binghammchale.co	Engineering co., Inc. and M.G.
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										General Partnership; Freudenberg-
										NOK, Inc.; Flextech, Inc.;
										Vibracoustic de Mexico, S.A. de
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	Courting By times	12011 001111 010 1100		vvaoriirigiori	50	20001		202 002 2 102	Carrino admico & own.com	Counsel to the Auto Task Force of
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Garden Flocher, Floch	- amen o riama		11001211011001	Dicciniicia i iiiic		.0002		2.0 0.1 10.0	<u> </u>	madeliles, these, 220
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In re. DPH Holdings Corp., et al. Case No. 05-44481 (RDD)

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In re. DPH Holdings Corp., et al. Case No. 05-44481 (RDD)

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EXHIBIT B

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

:

DPH HOLDING CORP., et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND DEUTSCHE BANK SECURITIES INC.
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 14664

(DEUTSCHE BANK SECURITIES INC., AS ASSIGNEE OF COOPER STANDARD AUTOMOTIVE, F/K/A ITT AUTOMOTIVE FLUID HDG. SYST.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in

the above-captioned cases (collectively, the "Reorganized Debtors") and Deutsche Bank

Securities Inc., as assignee of Cooper Standard Automotive f/k/a ITT Automotive Fluid Hdg. Syst. ("Deutsche Bank" or "Claimant") (Reorganized Debtors and Claimant, the "Parties") respectfully submit this Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14664 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above captioned cases (the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court").

WHEREAS, on July 31, 2006, Cooper Standard Automotive, f/k/a ITT Automotive Fluid Hdg. Syst. ("Cooper Standard") filed Proof Of Claim 14664 against Delphi as an unsecured non-priority claim in the amount of \$2,624,997.09 on account of the sale of goods ("Claim 14664").

WHEREAS, on June 16, 2007, Cooper Standard transferred Claim 14664 to Claimant pursuant to a notice of transfer (Docket No. 8274).

WHEREAS, Deutsche Bank has represented that it has full authority to enter into this Stipulation and to compromise Claim 14664 as reflected herein.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified, (the "Modified Plan"), which had been approved by this Court pursuant to an order entered July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Reorganized Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, Art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to Claim 14664 pursuant to the Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books and Records Claims, (B) Fully Satisfied Claims and (C) Objected-To Claims to be Disallowed, (II) Modify and Allow Certain (A) Partially Satisfied Claims, (B) Claims to be Further Modified, (C) Objected-To Claims to be Modified and Allowed and (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 19, 2010, Claimant filed its Response Of Deutsche Bank Securities Inc. to Reorganized Debtors Fortieth Omnibus Claims Objection (Docket No. 19329) (the "Response").

WHEREAS, the Reorganized Debtors have tendered a cure payment in the amount of \$9,167.75 (the "Cure Payment") with respect to the assumption of P.O. numbers: D0550004857, D0550011362 and D0550014214.

WHEREAS, to resolve the Fortieth Omnibus Claims Objection and the Response with respect to Claim 14664, the Reorganized Debtors and Claimant enter into this Stipulation, pursuant to which the Parties agree that the Fortieth Omnibus Claims Objection and the Response should be withdrawn with prejudice as to Claim 14664 and that Claim 14664 should be compromised and allowed in the amount of \$2,250,000.00, comprised of: (i) the Cure Payment in the amount of \$9,167.75; and (ii) a general unsecured non-priority claim in the amount of \$2,240,832.25 against DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. Claim 14664 shall be allowed in the amount of \$2,240,832.25, after giving effect to the Cure Payment, and shall not be subject to any defense, counterclaim, right of setoff, reduction, avoidance (including without limitation, avoidance as a result of section 502(d) of the Bankruptcy Code), disallowance, subordination or further objection, and shall be treated for all purposes, including but not limited to the receipt of distributions, if any, as an allowed general unsecured non-priority claim against DAS LLC in accordance with the terms of the Modified Plan.

- 2. The Fortieth Omnibus Claims Objection and the Response, solely as they pertain to Claim 14664, are hereby deemed withdrawn with prejudice.
- 3. Except as expressly set forth herein (including the Reorganized Debtors'obligation to honor the Cure Payment), nothing herein shall be construed as an admission of liability on behalf of the Debtors or the Reorganized Debtors with respect to any portion of Claim 14664.

[CONCLUDED ON FOLLOWING PAGE]

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15th day of November, 2010.

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

s/

Neil Berger Lara Sheikh TOGUT, SEGAL & SEGAL LLP One Penn Plaza, Suite 3335 New York, New York 10119

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s/

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EXHIBIT D

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

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DPH HOLDING CORP., et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND COOPER-STANDARD AUTOMOTIVE INC. WITHDRAWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 19030, 19031 AND 19973

(COOPER-STANDARD AUTOMOTIVE INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in

the above-captioned cases (collectively, the "Reorganized Debtors") and Cooper-

Standard Automotive, Inc. ("Cooper-Standard" or "Claimant") respectfully submit this Joint Stipulation and Agreed Order Withdrawing Proof of Administrative Expense Claim Numbers 19030, 19031 and 19973 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi
Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi
Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in
the above captioned cases (the "Debtors"), filed voluntary petitions under chapter 11 of
title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy
Court").

WHEREAS, on July 15, 2009, Cooper-Standard filed proofs of administrative expense claim numbers 19030 and 19031 against DAS LLC asserting administrative priority claims in the amount of \$96,363.86 and \$53,023.49, respectively, on account of goods sold ("Claims 19030 and 19031").

WHEREAS, on November 5, 2009, Cooper-Standard filed proof of administrative expense claim number 19973 against DAS LLC asserting an administrative priority claim in the amount of \$301,253.01 on account of goods sold after June 1, 2009 ("Claim 19973," together with Claims 19030 and 19031, the "Claims")

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified, (the "Modified Plan"), which had been approved by this Court pursuant to an order entered July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Reorganized Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, Art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 to (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books and Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, and OPEB Claims, (H) Workers' Compensation Claims, and (I) Transferred Workers' Compensation Claims, (II) Modify and Allow Certain Administrative Expense Severance Claims, and (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19222) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, Claimant filed its Response Of Cooper-Standard Automotive Inc. and Cooper-Standard Automotive FHS Inc. to Reorganized Debtors' Forty-Third Omnibus Claims Objection (the "Response").

WHEREAS, the obligations asserted in the Claims were valid and have been satisfied in full and no further amounts are owed on account of the Claims.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims only, the Reorganized Debtors and the Claimant have entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claims should be withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

- 1. Because the amounts asserted in the Claims were valid and have been satisfied in full, the Claims are withdrawn.
- 2. The Forty-Third Omnibus Claims Objection and the Response, solely as they pertain to the Claims, are hereby deemed withdrawn.
- 3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15thday of November, 2010

/s/Robert D. Drain HONORABLE ROBERT D. DRAIN UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ Neil Berger	/s/ David Nowaczewski			
Neil Berger	Ralph E. McDowell			
Lara Sheikh	David Nowaczewski			
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EXHIBIT E

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DPH Holdings Corp.
Special Parties

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Cooper Standard Automotive Inc	Attn Guy Todd & Timothy Griffith	39950 Orchard Hill PI Dr	Novi	MI	48375
Deutsche Bank Securities Inc	Attn Ross Rosenfelt & Vikas Madan	60 Wall St 3rd Fl	New York	NY	10005

EXHIBIT F

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